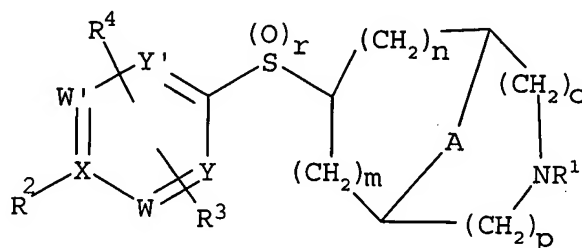


### Amendments to the Claims:

The listing of claims will replace all prior versions, and listings, of claims in the application:

### Listing of Claims

1. (currently amended) A compound represented by Formula (I) or pharmaceutically acceptable salts thereof:



(I)

wherein:

$R^1$  is -H,  $C_{1-12}$ alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol,  $C_{1-4}$ alkoxy or  $C_{1-4}$ alkylthio, or aryl- $C_{1-4}$ alkyl;

$R^2$  is -H,

-OH,

-NH<sub>2</sub>,

-NH-Q-V-T, wherein Q is -C(O)-, -C(O)-NH-, -C(O)O-, or -SO<sub>2</sub>-;

V is H, aryl, aryl- $C_{1-12}$ alkyl, diaryl- $C_{1-12}$ alkyl, lactonyl, or  $C_{1-18}$ alkyl optionally substituted with halogen, hydroxyl,  $C_{1-4}$ alkoxy,

-C(O)OC $_{1-4}$ alkyl, -OC(O)C $_{1-4}$ alkyl, aryl- $C_{1-4}$ alkoxy, aryloxy, or SO<sub>2</sub>C $_{1-4}$ alkyl; and T is H, halogen,  $C_{1-5}$ alkyl,  $C_{1-4}$ alkoxy, nitro,

aryl, aryl- $C_{1-4}$ alkyl, or aryloxy unless V is H in which case T is absent,

aryl,

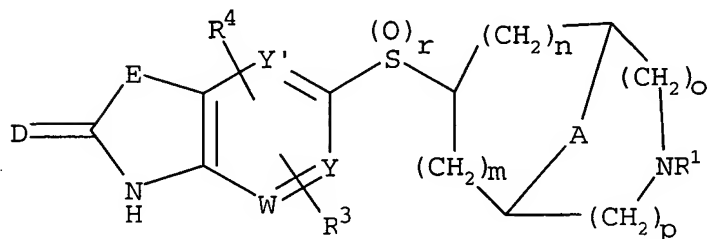
-(L)<sub>a</sub>-Z, wherein L is CH<sub>2</sub>, CO, O, NH or N( $C_{1-4}$ alkyl) and a is

0 or 1;

and

Z is  $C_{1-3}$ alkyl-F,  $C_{0-3}$ alkyl-aryl- $R^6$ ,  $C_{0-3}$ alkyl-CO- $R^6$ ,  $C_{0-3}$ alkyl-CO-NR<sub>2</sub>,  $C_{0-3}$ alkyl-CO<sub>2</sub>- $R^6$ ,  $C_{0-3}$ alkyl-SO<sub>2</sub>- $R^6$ ,  $C_{0-3}$ alkyl-SO<sub>2</sub>-

$\text{NR}^6_2$ ,  $\text{C}_{1-3}\text{alkyl-OR}^6$ ,  $\text{C}_{1-3}\text{alkyl-CN}$  or  $\text{C}_{1-3}\text{alkyl-NR}^6_2$ , wherein each  $\text{C}_{0-3}\text{alkyl}$  or  $\text{C}_{1-3}\text{alkyl}$  portion is optionally substituted with from 1 to 6 groups selected from F and  $\text{C}_{1-5}\text{alkyl}$ , linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia)

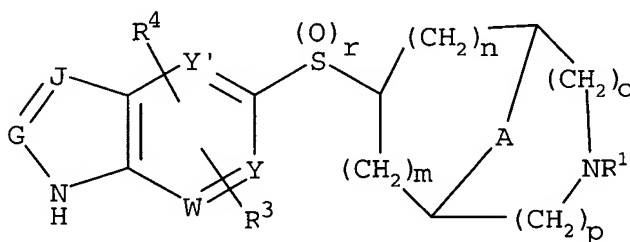


(Ia)

wherein D is O or S; and

E is O, S,  $\text{NR}^5$ ,  $\text{C(R}^5)_2$ ,  $\text{O-CR}^5_2$ ,  $\text{NR}^5\text{-CR}^5_2$ ,  $\text{NR}^5\text{-CO}$ ,  $\text{CR}^5_2\text{-O}$ ,  $\text{CR}^5_2\text{-S(O)}_r$ ,  $\text{CR}^5_2\text{-NR}^5$ ,  $\text{CR}^5_2\text{-CR}^5_2$ ,  $\text{CO-NR}^5$ , or  $\text{CR}^5=\text{CR}^5$ ; or

linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib)



Formula (Ib)

wherein G is  $\text{CR}^5$  or N; and  
J is  $\text{CR}^5$  or N;

unless X is N in which case  $\text{R}^2$  is absent

$\text{R}^3$  is H, halogen,  $\text{C}_{1-4}\text{alkyl}$  optionally substituted with from 1 to 3 fluorine atoms, cyano,  $\text{CF}_3$ ,  $\text{OC}_{1-4}\text{alkyl}$ , aryloxy, aryl $\text{C}_{1-4}\text{alkyl}$ , aryl $\text{C}_{1-4}\text{alkoxy}$ ,  $\text{C}_{3-10}\text{cycloalkoxy}$ ,

carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;

R<sup>4</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy, carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;

R<sup>5</sup> is each independently H or C<sub>1-4</sub>alkyl;

R<sup>6</sup> is each independently H, C<sub>1-6</sub>alkyl, aryl or arylC<sub>1-4</sub>alkyl, each of which (except H) may be optionally substituted with from 1 to 3 fluorine atoms;

X is C or N;

W is C or N;

W' is C or N;

Y is C or N;

Y' is C or N;

provided that there are no more than two N atoms in the aryl ring;

A is ~~optionally a double bond~~, (CH<sub>2</sub>)<sub>q</sub> or (CH<sub>2</sub>)<sub>q</sub>O(CH<sub>2</sub>)<sub>r</sub>;

m, n, o and p are independently 0, both 1, 2 or 3;

o and p are both 0;

q is ~~optionally 1, 2 or 3;~~

r is 0, 1 or 2.

provided that when X, W, W', Y and Y' are all C, R<sup>3</sup> is H, R<sup>4</sup> is H or Cl positioned meta to the sulphur atom, A is (CH<sub>2</sub>)<sub>q</sub> and R<sup>1</sup> is selected from H, unsubstituted C<sub>1-4</sub>alkyl and unsubstituted C<sub>3-4</sub>cycloalkyl; then R<sup>2</sup> may not be H or -OH,

and that

when one of X, Y and Y' is N, R<sup>3</sup> is H, R<sup>4</sup> is H or Cl positioned meta to the sulphur atom, A is (CH<sub>2</sub>)<sub>q</sub> and R<sup>1</sup> is selected from H, unsubstituted C<sub>1-4</sub>alkyl and unsubstituted C<sub>3-4</sub>cycloalkyl; then R<sup>2</sup> may not be H or -OH.

2. (currently amended) A compound as claimed in Claim 1

wherein:

R<sup>2</sup> is ~~H,~~  
~~-NH<sub>2</sub>,~~  
~~-NH-Q-V-T as defined in claim 1,~~  
 aryl,  
~~-(L)<sub>a</sub>-Z as defined in claim 1,~~

linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia) ~~as defined in claim 1~~, or  
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib) ~~as defined in claim 1~~;  
 unless X is N in which case R<sup>2</sup> is absent.

3. (currently amended) A compound as claimed in Claim 1 or Claim 2

wherein:

R<sup>2</sup> is -NH-Q-V-T ~~as defined in claim 1~~,  
 aryl,  
 -(L)<sub>a</sub>-Z ~~as defined in claim 1~~,  
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia) ~~as defined in claim 1~~, or  
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib) ~~as defined in claim 1~~;  
 unless X is N in which case R<sup>2</sup> is absent.

4. (previously presented) A compound as claimed in Claim 3

wherein:

R<sup>2</sup> is -NH-Q-V-T wherein Q is -C(O)-NH-, or -C(O)O-;  
 V; and  
 T;  
 aryl,  
 -(L)<sub>a</sub>-Z,  
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia), or  
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib);  
 unless X is N in which case R<sup>2</sup> is absent.

5. (currently amended) A compound as claimed in Claim 1

wherein:

R<sup>1</sup> is -H,  
 C<sub>1-12</sub>alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol, C<sub>1-4</sub>alkoxy or C<sub>1-4</sub>alkylthio, or  
 aryl-C<sub>1-4</sub>alkyl;

$R^2$  is  $-H$ ,  
 $-OH$ ,  
 $-NH_2$ ,  
 $-NH-Q-V-T$ , wherein  $Q$  is  $-C(O)-$ ,  $-C(O)-NH-$ ,  $-C(O)O-$ , or  $-SO_2-$ ;  
 $V$  is aryl, aryl- $C_{1-12}$ alkyl, diaryl- $C_{1-12}$ alkyl, lactonyl, or  
 $C_{1-18}$ alkyl optionally substituted with halogen, hydroxyl,  
 $C_{1-4}$ alkoxy,  $-C(O)OC_{1-4}$ alkyl,  $-OC(O)C_{1-4}$ alkyl, aryl- $C_{1-4}$   
alkoxy, aryloxy, or  $SO_2C_{1-4}$ alkyl; and  
 $T$  is  $H$ , halogen, aryl, aryl- $C_{1-4}$ alkyl, or aryloxy,  
unless  $X$  is  $N$  in which case  $R^2$  is absent  
 $R^3$  is  $H$ , halogen,  $C_{1-4}$ alkyl, cyano,  $CF_3$ ,  $OC_{1-4}$ alkyl, aryloxy, aryl- $C_{1-4}$ alkoxy,  $C_{3-10}$ cycloalkoxy, carboxy, carbonamido,  $-CO-NH-C_{1-4}$ alkyl, aryl, hydroxy,  $-SO_2NH_2$ ,  $-SO_2NHC_{1-4}$ alkyl, or  $-C_{1-4}$ alkyl- $OH$ ,  
 $R^4$  is  $H$ , halogen,  $C_{1-4}$ alkyl, cyano,  $CF_3$ ,  $OC_{1-4}$ alkyl, aryloxy, aryl- $C_{1-4}$ alkoxy,  $C_{3-10}$ cycloalkoxy, carboxy, carbonamido,  $-CO-NH-C_{1-4}$ alkyl, aryl, hydroxy,  $-SO_2NH_2$ ,  $-SO_2NHC_{1-4}$ alkyl, or  $-C_{1-4}$ alkyl- $OH$ ,  
 $X$  is  $C$  or  $N$ ,  
 $W$  is  $C$  or  $N$ , provided that both  $X$  and  $Y$  are not  $N$ ,  
 $W'$  is  $C$   
 $Y$  is  $C$  or  $N$ ,  
 $Y'$  is  $C$   
 ~~$A$  is optionally a double bond,  $(CH_2)_q$  or  $(CH_2)_qO(CH_2)_p$ ,  
 $m$ ,  $n$ ,  $o$  and  $p$  are independently 0, 1, 2 or 3  
 $q$  is optionally 1, 2 or 3  
 $r$  is 0.~~

6. (original) A compound as claimed in claim 5 wherein  $R^1$  is  $H$ ,  $C_{1-6}$ alkyl optionally substituted with 1 or 2 hydroxyl groups, or aryl- $C_{1-4}$ alkyl.

7. (original) A compound as claimed in claim 6 wherein  $R^1$  is benzyl, p-methoxybenzyl, furanylmethyl, imidazolymethyl, pyridinylmethyl, thienylmethyl, pyridylmethyl, N-hydroxypyridylmethyl or thiazolymethyl.

8. (currently amended) A compound as claimed in claim 7 wherein  $R^2$  is  $H$ ,  $R^3$  is carbonamido ( $-CONH_2$ ) or  $C_{1-4}$ alkyl- $OH$ , and  $R^4$  is  $H$ ,  $C_{1-4}$ alkyl,  $CF_3$ , halogen or cyano.

9. (previously presented) A compound as claimed in claim 7 wherein  $R^2$  is OH, and  $R^3$  and  $R^4$  each independently represent H,  $C_{1-4}$ alkyl,  $CF_3$ , cyano or halogen.

10. (previously presented) A compound as claimed in claim 7 wherein  $R^2$  is of formula  $-NH-Q-V-T$ ; T is H and  $R^3$  and  $R^4$  each independently represent H, methyl,  $CF_3$ , chloro- or cyano-.

11. (previously presented) A compound as claimed in claim 7 wherein  $R^2$  is of formula  $-NH-SO_2-V-T$ ; V is aryl,  $-C_{1-12}$ alkyl or aryl- $C_{1-12}$ alkyl;  $R^3$  is H, methyl,  $CF_3$ , Cl or cyano and  $R^4$  is H.

12. (previously presented) A compound as claimed in claim 7 wherein  $R^2$  is of formula  $-NH-SO_2=V-T$ , V is selected from  $C_{1-12}$ alkyl, phenyl, naphthyl, thienyl, oxazolyl, isoxazolyl, or phenyl(CH=CH)-, optionally substituted with 1, 2, 3 or 4 substituents selected from:

- NO<sub>2</sub>;
- halogen;
- CF<sub>3</sub>;
- $C_{1-12}$ alkoxy;
- $C_{1-12}$ alkylthio;
- $C_{1-12}$ alkyl;
- $C_{1-4}$ alkylsulfonyl;
- CN;
- OCF<sub>3</sub>;
- C(O)OC<sub>1-4</sub>alkyl;
- OCH<sub>2</sub>CF<sub>3</sub>;
- NHC(O)C<sub>1-4</sub>alkyl.

13. (previously presented) A compound as claimed in claim 7 wherein  $R^2$  is of formula  $-NH-SO_2-V-T$ , T is selected from H; or diazole, oxazole, isoxazole, phenyl or phenoxy, optionally substituted with 1, 2, 3 or 4 substituents selected from

- NO<sub>2</sub>;
- halogen;
- CF<sub>3</sub>;
- $C_{1-12}$ alkoxy;
- $C_{1-12}$ alkylthio;
- $C_{1-12}$ alkyl;
- $C_{1-4}$ alkylsulfonyl;
- CN;

-OCF<sub>3</sub>;  
 -C(O)OC<sub>1-4</sub>alkyl;  
 -OCH<sub>2</sub>CF<sub>3</sub>;  
 -NHC(O)C<sub>1-4</sub>alkyl.

14. (previously presented) A compound as claimed in claim 7 wherein R<sup>2</sup> is of formula -NH-SO<sub>2</sub>-V-T, V is selected from 3-chloro-4-methylphenyl, 3-chlorophenyl, 3-methoxyphenyl, 4-bromophenyl, 4-methoxyphenyl, 4-methylphenyl, naphthyl, 2,4,6-trimethylphenyl, phenyl(CH=CH)-, 4-chlorophenyl, 2-chlorophenyl, 2,5-dichlorothiophen-3-yl, 2,5,6-trimethyl-4-methoxyphenyl, 4-methoxyphenyl, 2,3,4-trifluorophenyl, 3-cyanophenyl, 2-methoxycarbonylthien-3-yl or 4-pentylphenyl and T is H.

15. (previously presented) A compound as claimed in claim 7 wherein R<sup>2</sup> is of formula -NH-SO<sub>2</sub>-V-T, T is 2-chloro-5-nitrophenoxy and V is phenyl.

16. (previously presented) A compound as claimed in claim 7 wherein R<sup>2</sup> is of formula -NH-C(O)-V-T wherein V is selected from aryl; aryl-C<sub>1-12</sub>alkyl; diaryl-C<sub>1-12</sub>alkyl; lactonyl; or C<sub>1-18</sub>alkyl optionally substituted with halogen, hydroxyl, C<sub>1-4</sub>alkoxy, C(O)OC<sub>1-4</sub>alkyl, OC(O)C<sub>1-4</sub>alkyl, aryl-C<sub>1-4</sub>alkoxy or aryloxy.

17. (previously presented) A compound as claimed in claim 7 wherein R<sup>2</sup> is of formula -NH-C(O)-V-T, and V is selected from C<sub>1-12</sub>alkyl, phenyl, phenyl-C<sub>1-12</sub>alkyl, diphenylmethyl, naphthyl, furanyl, thienyl, diazolyl, pyridinyl, thiazolyl, benzothienyl, fluorenyl, oxazolyl or isoxazolyl, optionally substituted with 1, 2, 3 or 4 substituents independently selected from

-NO<sub>2</sub>;  
 halogen;  
 -CF<sub>3</sub>;  
 C<sub>1-12</sub>alkoxy;  
 C<sub>1-12</sub>alkylthio;  
 C<sub>1-12</sub>alkyl;  
 C<sub>1-4</sub>alkylsulfonyl;  
 -CN;  
 -OCF<sub>3</sub>;  
 -C(O)O-C<sub>1-4</sub>alkyl;  
 -OCH<sub>2</sub>CF<sub>3</sub>.

18. (previously presented) A compound as claimed in claim 7 wherein  $R^2$  is of formula  $-NH-C(O)-V-T$ , T is selected from H; halogen; or diazole, oxazole, isoxazole, phenyl, phenoxy or benzodioxanyl optionally substituted with 1, 2, 3 or 4 substituents selected from

$-NO_2$ ;  
halogen;  
 $-CF_3$ ;  
 $C_{1-12}$ alkylthio;  
 $C_{1-12}$ alkoxy;  
 $C_{1-12}$ alkyl;  
 $C_{1-4}$ alkylsulfonyl;  
 $-CN$ ;  
 $-OCF_3$ ;  
 $-C(O)O-C_{1-4}$ alkyl.

19. (previously presented) A compound as claimed in Claim 7 wherein  $R^2$  is of formula  $-NH-C(O)NH-V-T$  wherein V is selected from  $C_{1-18}$ alkyl optionally substituted with halogen, hydroxyl,  $C_{1-4}$ alkoxy,  $C(O)OC_{1-4}$ alkyl,  $OC(O)C_{1-4}$ alkyl, aryl- $C_{1-4}$ alkoxy or aryloxy; aryl; or aryl- $C_{1-12}$ alkyl.

20. (previously presented) A compound as claimed in claim 7 wherein  $R^2$  is of formula  $-NH-C(O)NH-V-T$ , V is selected from phenyl, phenyl- $C_{1-12}$ alkyl or naphthyl optionally substituted with 1, 2, 3 or 4 substituents selected from

$-NO_2$ ;  
halogen;  
 $-CF_3$ ;  
 $C_{1-12}$ alkylthio;  
 $C_{1-12}$ alkoxy;  
 $C_{1-12}$ alkyl;  
 $C_{1-4}$ alkylsulfonyl;  
 $-CN$ ;  
 $-OCF_3$ ;  
 $-C(O)O-C_{1-4}$ alkyl.

21. (previously presented) A compound as claimed in claim 7 wherein  $R^2$  is of formula  $-NH-C(O)O-V-T$ , wherein V is selected from  $C_{1-18}$ alkyl optionally substituted with halogen, hydroxyl,  $C_{1-4}$ alkoxy,  $C(O)OC_{1-4}$ alkyl,  $OC(O)C_{1-4}$ alkyl, aryl- $C_{1-4}$ alkoxy or aryloxy; aryl; or aryl- $C_{1-12}$ alkyl.



22. (previously presented) A compound as claimed in claim 7 wherein  $R^2$  is of formula  $-NH-C(O)O-V-T$ , preferably V is selected from phenyl or phenyl- $C_{1-12}$ alkyl optionally substituted with 1, 2, 3 or 4 substituents selected from

$-NO_2$ ;  
halogen;  
 $-CF_3$ ;  
 $C_{1-12}$ alkylthio;  
 $C_{1-12}$ alkoxy;  
 $C_{1-12}$ alkyl;  
 $C_{1-4}$ alkylsulfonyl;  
 $-CN$ ;  
 $-OCF_3$ ;  
 $-C(O)O-C_{1-4}$ alkyl; or  
 $-OCH_2CF_3$ .

23. (original) A compound as claimed in claim 1 wherein  $R^2$  is of formula  $-NH-C(O)-V-T$  wherein V is H,  $C_{1-6}$ alkyl,  $C_{3-6}$ cycloalkyl, aryl or aryl- $C_{1-12}$ alkyl; and T is H, halogen,  $C_{1-5}$ alkyl,  $C_{1-4}$ alkoxy, nitro, aryl, aryl- $C_{1-4}$ alkyl, or aryloxy unless V is H in which case T is absent.

24. (original) A compound as claimed in claim 23 wherein V is H,  $C_{1-6}$ alkyl or  $C_{3-6}$ cycloalkyl; and T is H unless V is H in which case T is absent.

25. (original) A compound as claimed in claim 23 wherein V is aryl or aryl- $C_{1-12}$ alkyl; and T is H, halogen,  $C_{1-5}$ alkyl,  $C_{1-4}$ alkoxy, nitro, aryl, aryl- $C_{1-4}$ alkyl, or aryloxy.

26. (original) A compound as claimed in claim 25 wherein V is phenyl, pyridyl, thienyl, thiazolyl, thiadiazolyl, or phenyl- $C_{1-6}$ alkyl; and T is H, halogen,  $C_{1-5}$ alkyl,  $C_{1-4}$ alkoxy, nitro, aryl, aryl- $C_{1-4}$ alkyl, or aryloxy.

27. (currently amended) A compound as claimed in claim 1 wherein  $R^1$  is -H,

C<sub>1-12</sub>alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol, C<sub>1-4</sub>alkoxy or C<sub>1-4</sub>alkylthio, or aryl-C<sub>1-4</sub>alkyl;

R<sup>2</sup> is -NH<sub>2</sub>, or

-NH-Q-V-T, wherein Q is -C(O)-, -C(O)-NH-, -C(O)O-, or -SO<sub>2</sub>-;

V is H, aryl, aryl-C<sub>1-12</sub>alkyl, diaryl-C<sub>1-12</sub>alkyl, lactonyl, or C<sub>1-18</sub>alkyl optionally substituted with halogen, hydroxyl, C<sub>1-4</sub>alkoxy, -C(O)OC<sub>1-4</sub>alkyl, -OC(O)

C<sub>1-4</sub>alkyl, aryl-C<sub>1-4</sub>alkoxy, aryloxy, or SO<sub>2</sub>C<sub>1-4</sub>alkyl; and

T is H, halogen, aryl, aryl-C<sub>1-4</sub>alkyl, or aryloxy unless V is H in which case T is absent,

R<sup>3</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy, carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;

R<sup>4</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy, carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;

X is C;

W is C or N;

W' is C or N;

Y is C or N;

Y' is C or N;

provided that there are not more than two N atoms in the aryl ring and provided that at least one of W, W', Y or Y' is N;

A is optionally a CH=CH double bond, (CH<sub>2</sub>)<sub>q</sub> or (CH<sub>2</sub>)O(CH<sub>2</sub>);

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

28. (original) A compound as claimed in claim 27

wherein

W is C;

W' is C;

Y' is C; and

Y is N.

29. (original) A compound as claimed in claim 27  
wherein

W is N;  
W' is C;  
Y' is C; and  
Y is C.

30. (previously presented) A compound as claimed in claim 29  
wherein

R<sup>2</sup> is -NH<sub>2</sub>.

31. (previously presented) A compound as claimed in claim 29  
wherein

R<sup>2</sup> is -NH-Q-V-T, wherein Q is -C(O)-, -C(O)-NH-, -C(O)O-, or -SO<sub>2</sub>-;  
V is H, aryl, aryl-C<sub>1-12</sub>alkyl, diaryl-C<sub>1-12</sub>alkyl, lactonyl,  
or C<sub>1-18</sub>alkyl optionally substituted with halogen,  
hydroxyl, C<sub>1-4</sub>alkoxy, -C(O)OC<sub>1-4</sub>alkyl, -OC(O)  
C<sub>1-4</sub>alkyl, aryl-C<sub>1-4</sub>alkoxy, aryloxy, or SO<sub>2</sub>C<sub>1-4</sub>alkyl; and  
T is H, halogen, aryl, aryl-C<sub>1-4</sub>alkyl, or aryloxy unless V  
is H in which case T is absent.

32. (original) A compound as claimed in claim 31  
wherein

Q is -SO<sub>2</sub>- or -CO-.

33. (currently amended) A compound as claimed in claim 1  
wherein

R<sup>1</sup> is -H,  
C<sub>1-12</sub>alkyl optionally substituted with 1, 2 or 3 groups independently selected  
from halogen, hydroxyl, thiol, C<sub>1-4</sub>alkoxy or C<sub>1-4</sub>alkylthio, or  
aryl-C<sub>1-4</sub>alkyl;  
R<sup>2</sup> is aryl,  
R<sup>3</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms,  
cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy,

carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH,

R<sup>4</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy, carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;

X is C,

W is C or N;

W' is C or N;

Y is C or N;

Y' is C or N;

provided that there are no more than two N atoms in the aryl ring;

A is ~~optionally a CH=CH double bond, (CH<sub>2</sub>)<sub>q</sub> or (CH<sub>2</sub>)O(CH<sub>2</sub>)<sub>r</sub>;~~

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

34. (original) A compound as claimed in claim 33 wherein R<sup>2</sup> is a C<sub>3</sub> to C<sub>12</sub> aromatic or heteroaromatic group optionally substituted with one or more substituents selected from C<sub>1-12</sub>alkyl, C<sub>1-12</sub>alkoxy, thio, C<sub>1-12</sub>alkylthio, carboxy, carboxy(C<sub>1-6</sub>alkyl), formyl, C<sub>1-6</sub>alkylcarbonyl, C<sub>1-6</sub>alkylsulfonyl, C<sub>1-6</sub>alkylcarbonylalkoxy, nitro, trihalomethyl, trihaloalkoxy, trihalomethoxy, trihalomethyl(C<sub>1-6</sub>alkyl), hydroxy, hydroxy(C<sub>1-6</sub>alkyl), (C<sub>1-6</sub>alkoxy)carbonyl, amino, C<sub>1-6</sub>alkylamino, di(C<sub>1-6</sub>alkyl)amino, aminocarboxy, C<sub>1-6</sub>alkylaminocarboxy, di(C<sub>1-6</sub>alkyl)aminocarboxy, aminocarboxy(C<sub>1-6</sub>alkyl), C<sub>1-6</sub>alkylaminocarboxy(C<sub>1-6</sub>alkyl), di(C<sub>1-6</sub>alkyl)aminocarboxy(C<sub>1-6</sub>alkyl), C<sub>1-6</sub>alkylcarbonylamino, C<sub>1-6</sub>alkylcarbonyl(C<sub>1-6</sub>alkyl)amino, halo, C<sub>1-6</sub>alkylhalo, sulphamoyl, tetrazolyl and cyano.

35. (original) A compound as claimed in claim 33 wherein R<sup>2</sup> is phenyl, naphthyl, fluorenyl, thienyl, furanyl, pyrrolyl, imidazolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, diazolyl, triazolyl, tetrazolyl, benzothiazolyl, benzimidazolyl, pyrrolinyl, imidazoliny, pyran, pyronyl, pyridyl, pyrazinyl, pyridazinyl, thianaphthyl, benzofuranyl, isobenzofuranyl, benzothienyl, isobenzothienyl, indolyl, oxyindolyl, isoindolyl, indazolyl, indoliny, 7-azaindolyl, azabenzimidazolyl, carbazolyl benzopyran, coumarinyl, isocoumarinyl, quinolinyl, isoquinolinyl, quinazolinyl, benzoxazinyl, quinoxalinyl, chromenyl, chromanyl, isochromanyl, phthalazinyl, benzodioxolyl, benzodioxanyl, cinnoliny or carboliny optionally substituted with one or more substituents selected from C<sub>1-12</sub>alkyl, C<sub>1-12</sub>alkoxy, thio, C<sub>1-12</sub>alkylthio, carboxy, carboxy(C<sub>1-6</sub>alkyl), formyl, C<sub>1-6</sub>alkylcarbonyl, C<sub>1-6</sub>alkylsulfonyl, C<sub>1-6</sub>alkylcarbonylalkoxy, nitro, trihalomethyl, trihaloalkoxy,

trihalomethoxy, trihalomethyl(C<sub>1-6</sub>alkyl), hydroxy, hydroxy(C<sub>1-6</sub>alkyl), (C<sub>1-6</sub>alkoxy)carbonyl, amino, C<sub>1-6</sub>alkylamino, di(C<sub>1-6</sub>alkyl)amino, aminocarboxy, C<sub>1-6</sub>alkylaminocarboxy, di(C<sub>1-6</sub>alkyl)aminocarboxy, aminocarboxy(C<sub>1-6</sub>alkyl), C<sub>1-6</sub>alkylaminocarboxy(C<sub>1-6</sub>alkyl), di(C<sub>1-6</sub>alkyl)aminocarboxy(C<sub>1-6</sub>alkyl), C<sub>1-6</sub>alkylcarbonylamino, C<sub>1-6</sub>alkylcarbonyl(C<sub>1-6</sub>alkyl)amino, halo, C<sub>1-6</sub>alkylhalo, sulphamoyl, tetrazolyl and cyano.

36. (original) A compound as claimed in claim 33 wherein R<sup>2</sup> is phenyl, thienyl, imidazolyl, oxazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, diazolyl, triazolyl, tetrazolyl, benzothiazolyl, benzimidazolyl, pyridyl, pyrazinyl, pyridazinyl, benzofuranyl, benzothienyl, or quinoliny, optionally substituted with one or more substituents selected from C<sub>1-12</sub>alkyl, C<sub>1-12</sub>alkoxy, thio, C<sub>1-12</sub>alkylthio, carboxy, carboxy(C<sub>1-6</sub>alkyl), formyl, C<sub>1-6</sub>alkylcarbonyl, C<sub>1-6</sub>alkylsulfonyl, C<sub>1-6</sub>alkylcarbonylalkoxy, nitro, trihalomethyl, trihaloalkoxy, trihalomethoxy, trihalomethyl(C<sub>1-6</sub>alkyl), hydroxy, hydroxy(C<sub>1-6</sub>alkyl), (C<sub>1-6</sub>alkoxy)carbonyl, amino, C<sub>1-6</sub>alkylamino, di(C<sub>1-6</sub>alkyl)amino, aminocarboxy, C<sub>1-6</sub>alkylaminocarboxy, di(C<sub>1-6</sub>alkyl)aminocarboxy, aminocarboxy(C<sub>1-6</sub>alkyl), C<sub>1-6</sub>alkylaminocarboxy(C<sub>1-6</sub>alkyl), di(C<sub>1-6</sub>alkyl)aminocarboxy(C<sub>1-6</sub>alkyl), C<sub>1-6</sub>alkylcarbonylamino, C<sub>1-6</sub>alkylcarbonyl(C<sub>1-6</sub>alkyl)amino, halo, C<sub>1-6</sub>alkylhalo, sulphamoyl, tetrazolyl and cyano.

37. (currently amended) A compound as claimed in claim 1 wherein:

- R<sup>1</sup> is -H,  
C<sub>1-12</sub>alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol, C<sub>1-4</sub>alkoxy or C<sub>1-4</sub>alkylthio, or aryl-C<sub>1-4</sub>alkyl;
- R<sup>2</sup> is (L)<sub>a</sub>-Z, wherein L is O, CO, CH<sub>2</sub>, NH or N(C<sub>1-4</sub>alkyl) and a is 0 or 1;  
and  
Z is C<sub>1-3</sub>alkyl-F, C<sub>0-3</sub>alkyl-aryl-R<sup>6</sup>, C<sub>0-3</sub>alkyl-CO-R<sup>6</sup>, C<sub>0-3</sub>alkyl-CO-NR<sup>6</sup><sub>2</sub>, C<sub>0-3</sub>alkyl-CO<sub>2</sub>-R<sup>6</sup>, C<sub>0-3</sub>alkyl-SO<sub>2</sub>-R<sup>6</sup>, C<sub>0-3</sub>alkyl-SO<sub>2</sub>-NR<sup>6</sup><sub>2</sub>, C<sub>1-3</sub>alkyl-OR<sup>6</sup>, C<sub>1-3</sub>alkyl-CN or C<sub>1-3</sub>alkyl-NR<sup>6</sup><sub>2</sub> wherein each C<sub>0-3</sub>alkyl or C<sub>1-3</sub>alkyl portion is optionally substituted with from 1 to 6 groups selected from F and C<sub>1-5</sub>alkyl,
- R<sup>3</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy, carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;
- R<sup>4</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy,

carboxy, carbonamido,  $-\text{CO}-\text{NH}-\text{C}_{1-4}\text{alkyl}$ , aryl, hydroxy,  $-\text{SO}_2\text{NH}_2$ ,  $-\text{SO}_2\text{NHC}_{1-4}\text{alkyl}$ , or  $-\text{C}_{1-4}\text{alkyl}-\text{OH}$ ;

$\text{R}^6$  is each independently H,  $\text{C}_{1-6}\text{alkyl}$ , aryl, or  $\text{arylC}_{1-4}\text{alkyl}$ , each of which (except H) may be optionally substituted with from 1 to 3 fluorine atoms;

X is C;

W is C or N,

Y is C or N,

W' is C or N,

Y' is C or N,

provided that there are no more than two N atoms in the aryl ring,

~~A is optionally a double bond,  $(\text{CH}_2)_q$  or  $(\text{CH}_2)_q\text{O}(\text{CH}_2)_r$ ;~~

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

38. (original) A compound as claimed in claim 37 wherein L is O, CO or  $\text{CH}_2$ .

39. (original) A compound as claimed in claim 37 wherein L is NH or  $\text{N}(\text{C}_{1-4}\text{alkyl})$ .

40. (previously presented) A compound as claimed in claim 39 wherein Z is  $\text{C}_{0-3}\text{alkyl-aryl-R}^6$ ,  $\text{C}_{0-3}\text{alkyl-CO-NR}^6$ ,  $\text{C}_{0-3}\text{alkyl-CO}_2\text{-R}^6$ ,  $\text{C}_{1-3}\text{alkyl-OR}^6$  or  $\text{C}_{1-3}\text{alkyl-NR}^6_2$  wherein each  $\text{C}_{0-3}\text{alkyl}$  or  $\text{C}_{1-3}\text{alkyl}$  portion is optionally substituted with from 1 to 6 groups selected from F and  $\text{C}_{1-5}\text{alkyl}$ .

41. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is  $\text{C}_{0-3}\text{alkyl-aryl-R}^6$  wherein aryl is selected from phenyl, naphthyl, fluorenyl, thienyl, furanyl, pyrrolyl, imidazolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, diazolyl, triazolyl, tetrazolyl, benzothiazolyl, benzimidazolyl, pyrrolinyl, imidazolinyl, pyranyl, pyronyl, pyridyl, pyrazinyl, pyridazinyl, thianaphthyl, benzofuranyl, isobenzofuranyl, benzothienyl, isobenzothienyl, indolyl, oxyindolyl, isoindolyl, indazolyl, indoliny, 7-azaindolyl, azabenzimidazolyl, carbazolyl benzopyranyl, coumarinyl, isocoumarinyl, quinoliny, isoquinoliny, quinazoliny, benzoxazinyl, quinoxaliny, chromenyl, chromanyl, isochromanyl, phthalazinyl, benzodioxolyl, benzodioxanyl, cinnoliny or carboliny optionally, be substituted with one or more substituents selected from  $\text{C}_1$  to  $\text{C}_{12}$  alkyl (preferably  $\text{C}_1$  to  $\text{C}_6$  alkyl),  $\text{C}_1$  to  $\text{C}_{12}$  alkoxy (preferably  $\text{C}_1$  to  $\text{C}_6$  alkoxy), thio,  $\text{C}_1$  to  $\text{C}_{12}$  alkylthio (preferably  $\text{C}_1$  to  $\text{C}_6$  alkylthio), carboxy, carboxy( $\text{C}_1$  to  $\text{C}_6$ )alkyl, formyl,  $\text{C}_1$  to  $\text{C}_6$  alkylcarbonyl,  $\text{C}_1$  to  $\text{C}_6$  alkylsulfonyl,  $\text{C}_1$  to  $\text{C}_6$  alkylcarbonylalkoxy, nitro, trihalomethyl, trihalo( $\text{C}_1$  to  $\text{C}_6$  alkoxy), trihalomethoxy, trihalomethyl( $\text{C}_1$  to  $\text{C}_6$  alkyl), hydroxy, hydroxy( $\text{C}_1$  to  $\text{C}_6$ )alkyl, ( $\text{C}_1$  to  $\text{C}_6$

alkoxy)carbonyl, amino,  $C_1$  to  $C_6$  alkylamino, di( $C_1$  to  $C_6$  alkyl)amino, aminocarboxy,  $C_1$  to  $C_6$  alkylaminocarboxy, di( $C_1$  to  $C_6$  alkyl)aminocarboxy, aminocarboxy( $C_1$  to  $C_6$ )alkyl,  $C_1$  to  $C_6$  alkylaminocarboxy( $C_1$  to  $C_6$ )alkyl, di( $C_1$  to  $C_6$  alkyl)aminocarboxy( $C_1$  to  $C_6$ )alkyl,  $C_1$  to  $C_6$  alkylcarbonylamino,  $C_1$  to  $C_6$  alkylcarbonyl( $C_1$  to  $C_6$  alkyl)amino, halo,  $C_1$  to  $C_6$  alkylhalo, sulphamoyl, tetrazolyl and cyano and wherein each  $C_{0-3}$ alkyl portion is optionally substituted with from 1 to 3 groups selected from F and  $C_{1-3}$ alkyl.

42. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is  $C_{1-3}$ alkyl-CO-NR<sup>6</sup><sub>2</sub>, wherein each  $C_{1-3}$ alkyl portion is optionally substituted with from 1 to 3 groups selected from F and  $C_{1-3}$ alkyl.

43. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is  $C_{1-3}$ alkyl-CO<sub>2</sub>-R<sup>6</sup>, wherein each  $C_{1-3}$ alkyl portion is optionally substituted with from 1 to 3 groups selected from F and  $C_{1-3}$ alkyl.

44. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is  $C_{1-3}$ alkyl-OR<sup>6</sup> wherein each  $C_{1-3}$ alkyl portion is optionally substituted with from 1 to 3 groups selected from F and  $C_{1-3}$ alkyl.

45. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is  $C_{1-3}$ alkyl-NR<sup>6</sup><sub>2</sub> wherein each  $C_{1-3}$ alkyl portion is optionally substituted with from 1 to 3 groups selected from F and  $C_{1-3}$ alkyl.

46. (previously presented) A compound as claimed in any one of claims 37 to 39 wherein R<sup>6</sup> is/are each independently H,  $C_{1-6}$ alkyl, phenyl, or phenyl $C_{1-4}$ alkyl, each of which (except H) may be optionally substituted with from 1 to 3 fluorine atoms.

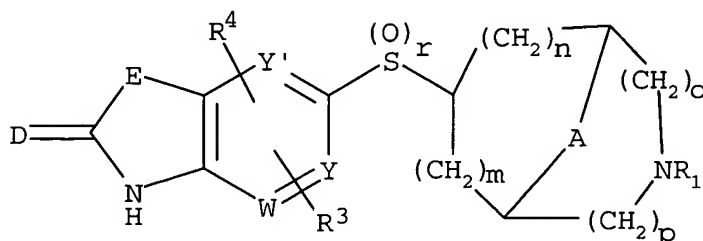
47. (previously presented) A compound as claimed in any one of claims 37 to 39 wherein R<sup>6</sup> is/are each independently H, methyl, ethyl, propyl, cyclohexyl, or benzyl, each of which (except H) may be optionally substituted with 1, 2 or 3 fluorine atoms.

48. (currently amended) A compound as claimed in Claim 1  
wherein:

R<sup>1</sup> is -H,  
 $C_{1-12}$ alkyl optionally substituted with 1, 2 or 3 groups independently selected  
from halogen, hydroxyl, thiol,  $C_{1-4}$ alkoxy or  $C_{1-4}$ alkylthio, or

aryl-C<sub>1-4</sub>alkyl;

R<sup>2</sup> is linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia)



(Ia)

wherein D is O or S; and

E is O, S, NR<sup>5</sup>, or C(R<sup>5</sup>)<sub>2</sub>,

R<sup>3</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy, carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;

R<sup>4</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy, carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;

R<sup>5</sup> is each independently H or C<sub>1-4</sub>alkyl;

X is C;

W is C or N;

Y is C or N;

Y' is C or N;

provided that there are no more than two N atoms in the aryl ring,

A is ~~optionally a double bond, (CH<sub>2</sub>)<sub>q</sub>, or (CH<sub>2</sub>)O(CH<sub>2</sub>)~~;

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

49.

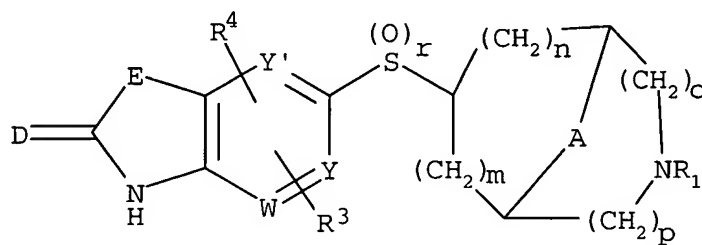
(original) A compound as claimed in Claim 48 wherein E is O or NR<sup>5</sup>.



50. (original) A compound as claimed in Claim 48 or 49 wherein  $R^5$  is/are each independently H or  $C_{1-4}$ alkyl.

51. (currently amended) A compound as claimed in Claim 1  
wherein:

- $R^1$  is -H,  
 $C_{1-12}$ alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol,  $C_{1-4}$ alkoxy or  $C_{1-4}$ alkylthio, or aryl- $C_{1-4}$ alkyl;  
 $R^2$  is linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia)



(Ia)

wherein D is O or S; and

E is  $O-CR^5_2$ ,  $NR^5-CR^5_2$ ,  $NR^5-CO$ ,  $CR^5_2-O$ ,  $CR^5_2-S(O)_r$ ,  $CR^5_2-NR^5$ ,  $CR^5_2-CR^5_2$ ,  $CO-NR^5$ , or  $CR^5=CR^5$ ;

- $R^3$  is H, halogen,  $C_{1-4}$ alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano,  $CF_3$ ,  $OC_{1-4}$ alkyl, aryloxy, aryl $C_{1-4}$ alkyl, aryl $C_{1-4}$ alkoxy,  $C_{3-10}$ cycloalkoxy, carboxy, carbonamido,  $-CO-NH-C_{1-4}$ alkyl, aryl, hydroxy,  $-SO_2NH_2$ ,  $-SO_2NHC_{1-4}$ alkyl, or  $-C_{1-4}$ alkyl-OH;  
 $R^4$  is H, halogen,  $C_{1-4}$ alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano,  $CF_3$ ,  $OC_{1-4}$ alkyl, aryloxy, aryl $C_{1-4}$ alkyl, aryl $C_{1-4}$ alkoxy,  $C_{3-10}$ cycloalkoxy, carboxy, carbonamido,  $-CO-NH-C_{1-4}$ alkyl, aryl, hydroxy,  $-SO_2NH_2$ ,  $-SO_2NHC_{1-4}$ alkyl, or  $-C_{1-4}$ alkyl-OH;  
 $R^5$  is each independently H,  $C_{1-4}$ alkyl;  
X is C;  
W is C or N;

Y is C or N;

Y' is C or N;

provided that there are no more than two N atoms in the aryl ring;

A is ~~optionally a double bond or~~  $(\text{CH}_2)_q$  or  $(\text{CH}_2)_q\text{O}(\text{CH}_2)_r$ ;

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

52. (original) A compound as claimed in Claim 51 wherein E is  $\text{O}-\text{CR}^5$ ,  $\text{NR}^5-\text{CR}^5$ ,  $\text{NR}^5-\text{CO}$ ,  $\text{CR}^5_2-\text{CR}^5$ , or  $\text{CR}^5=\text{CR}^5$ .

53. (original) A compound as claimed in Claim 51 or 52 wherein E is  $\text{O}-\text{CR}^5$ ,  $\text{NR}^5-\text{CO}$ , or  $\text{CR}^5=\text{CR}^5$ .

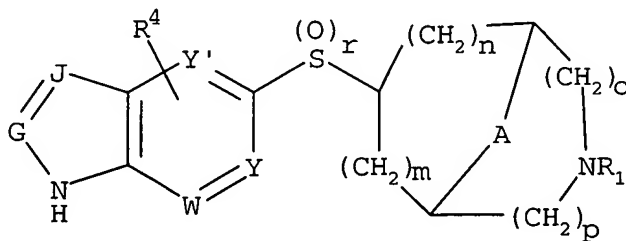
54. (previously presented) A compound as claimed in Claim 53 wherein  $\text{R}^5$  is/are each independently H or  $\text{C}_{1-4}$ alkyl.

55. (currently amended) A compound as claimed in Claim 1 wherein:

$\text{R}^1$  is -H,

$\text{C}_{1-12}$ alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol,  $\text{C}_{1-4}$ alkoxy or  $\text{C}_{1-4}$ alkylthio, or aryl- $\text{C}_{1-4}$ alkyl;

$\text{R}^2$  is linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib)



Formula (Ib)

wherein G is  $\text{CR}^5$  or N; and

J is  $\text{CR}^5$  or N;

R<sup>3</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy, carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;

R<sup>4</sup> is H, halogen, C<sub>1-4</sub>alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF<sub>3</sub>, OC<sub>1-4</sub>alkyl, aryloxy, arylC<sub>1-4</sub>alkyl, arylC<sub>1-4</sub>alkoxy, C<sub>3-10</sub>cycloalkoxy, carboxy, carbonamido, -CO-NH-C<sub>1-4</sub>alkyl, aryl, hydroxy, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NHC<sub>1-4</sub>alkyl, or -C<sub>1-4</sub>alkyl-OH;

R<sup>5</sup> is each independently H or C<sub>1-4</sub>alkyl;

X is C;

W is C or N;

Y is C or N;

Y' is C or N

provided that there are no more than two N atoms in the aryl ring;

~~A is optionally a double bond or (CH<sub>2</sub>)<sub>q</sub> or (CH<sub>2</sub>)O(CH<sub>2</sub>)<sub>r</sub>;~~

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

56. (currently amended) A compound as claimed in Claim 55 wherein each R<sup>5</sup> is H.
57. (previously presented) A compound as claimed in Claims 1, 48, 51 or 55 wherein r is 0.
58. (previously presented) A compound as claimed in Claims 1, 48, 51 or 55 wherein r is 2.
59. (currently amended) A compound as claimed in any one of Claims 1, 48, 51 or 55 wherein R<sup>1</sup> is H or C<sub>1-3</sub>alkyl, ~~preferably methyl.~~
60. (canceled)
61. (canceled)
62. (canceled)
63. (canceled)

Claim 64. (previously presented) A compound as claimed in any one of claims 1, 48, 51 or 55 wherein

$R^3$  is H, halogen,  $C_{1-4}$ alkyl,  $CF_3$ , or  $OC_{1-4}$ alkyl, and

$R^4$  is H, halogen,  $C_{1-4}$ alkyl,  $CF_3$ , or  $OC_{1-4}$ alkyl.

65. (previously presented) A compound as claimed in any one of claims 1, 48, 51 or 55 wherein one or both of  $R^3$  and  $R^4$  are positioned ortho to the  $S(O)_r$  moiety.

66. (currently amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound as claimed in any one of claims 1, 48, 51 or 55 with a pharmaceutically acceptable diluent or carrier.

67. (canceled)

68. (canceled)

69. (canceled)

70. (canceled)

71. (canceled)